Execution Copy

AMENDMENT NO. 1 TO THE AGREEMENT BETWEEN THE GOVERNMENT OF THE UNITED STATES OF AMERICA AND THE GOVERNMENT OF THE REPUBLIC OF COSTA RICA REGARDING A DEBT-FOR-NATURE SWAP PROGRAM UNDER THE U.S. TROPICAL FOREST CONSERVATION ACT (THE "DEBT SWAP PROGRAM AGREEMENT")

The Government of the United States of America and the Government of the Republic of Costa Rica (the "Parties"),

Recognizing that the Parties recently signed the Debt Swap Program Agreement, on September 13, 2007, which became effective on that date pursuant to section 6.1 of the Debt Swap Program Agreement;

Whereas section 5.1 of the Debt Swap Program Agreement allows its amendment with the written consent of both Parties;

In light of the desire by the Parties to resolve in a timely manner an issue concerning the opinion of the Attorney General of Costa Rica that is a requirement under the Forest Conservation Agreement among the Government of the Republic of Costa Rica, the Central Bank of Costa Rica, The Nature Conservancy, and Conservation International Foundation, dated as of September 13, 2007,

Have agreed to delete section 3.5 of the Debt Swap Program Agreement in its entirety and to amend section 6.2 of the Debt Swap Program Agreement by deleting "(a) on September 28, 2007, if the Closing shall not have occurred before that date" and inserting in its place "(a) October 12, 2007, if the Closing shall not have occurred on or before that date".

This amendment may be executed in counterparts and shall enter into effect upon the date of the last signature hereto

FOR THE GOVERNMENT OF THE UNITED STATES OF AMERICA

Date: 9-25-2007

FOR THE GOVERNMENT OF THE REPUBLIC OF COSTA RICA

Date: Oct. 26, 2007